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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, SEPTEMBER 27, 1999

JOINT PETITION OF

DOMINION RESOURCES, INC.
and
CONSOLIDATED NATURAL GAS COMPANY

CASE NO. PUA990020

For approval of agreement and
plan of merger under Chapter 5
of Title 56 of the Code of Virginia

AMENDING ORDER

On September 17, 1999, the Commission issued its Order Approving Merger (the "Order") in the above styled docket. On September 27, 1999, Dominion Resources, Inc. and Consolidated Natural Gas Company (collectively, the "Petitioners") filed their "Motion for Clarification and Amendment" ("Motion") in this matter.

In their Motion, Petitioners request the Commission to clarify that this matter is concluded unless the Commission should determine that future orders of the SEC approving the Petitioners' merger are inconsistent with our Order. Further, the Petitioners request that the Commission reduce the period in which it may make such a determination to fewer than the 30 days prescribed in ordering paragraph (3) of the Order, and Petitioners commit to filing such SEC orders with this Commission

within three days of their receipt, rather than the ten days allowed for such filing in ordering paragraph (3) of the Order.

NOW, THE COMMISSION, upon consideration of the Motion, finds that it is appropriate to modify the September 17, 1999, Order in this case in the manner set forth below, and no other.

Ordering paragraph (2) of said Order is deleted in its entirety, and the following language is substituted therefor:

(2) The requested acquisition is APPROVED, subject to the terms and conditions of this Order; however, the Petitioners may not consummate the merger until the Commission has issued an Order of the type described in paragraph 3(a) below, or until the fifteen-day period provided for in paragraph (3) below has elapsed without any action by the Commission as provided for in said paragraph (3).

Ordering paragraph (3) of said Order is deleted in its entirety, and the following language is substituted therefor:

(3) Petitioners shall file copies of said SEC orders with the Commission within three days of their receipt of same. Within fifteen days after receipt of such filing, the Commission may determine either: (a) that any such SEC orders are not inconsistent with this Order; or (b) that any such SEC orders are inconsistent with this Order. Should the Commission fail to enter any Order of the type described in the preceding sentence within said fifteen-day period, the Petitioners may consummate the merger approved herein upon the expiration of such fifteen-day period.

Ordering paragraph (7) of said Order is deleted in its entirety, and the following language is substituted therefor:

(7) This matter is concluded unless the Commission shall enter an order pursuant to paragraph (3) above.

Said order of September 17, 1999, is not modified in any other respect except as set forth above.